

Objection Deadline: April 30, 2013 at 4:00 p.m. (Prevailing Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
Debtors.) Jointly Administered
)

**NOTICE OF FILING OF LEWIS KRUGER'S SECOND MONTHLY FEE
REPORT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM MARCH 1, 2013 THROUGH MARCH 31, 2013**

PLEASE TAKE NOTICE that pursuant to the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103] entered by the Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Lewis Kruger is required to file with the Bankruptcy Court reports, on at least a quarterly basis, of compensation earned and expenses incurred in Mr. Kruger's capacity as Chief Restructuring Officer in the above-captioned chapter 11 cases of Residential Capital, LLC and its affiliated debtors (collectively, the "Debtors"). Attached hereto as

Exhibit 1 is Mr. Kruger's second monthly fee report for the period from March 1, 2013 through March 31, 2013 (the "Monthly Fee Report").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Monthly Fee Report must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **April 30, 2013 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Gary S. Lee, Lorenzo Marinuzzi, Jennifer Marines and Meryl L. Rothchild); (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attention: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attention: Ken Ziman & Jonathan H. Hofer);

(h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein & Greg Horowitz); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (j) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (k) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); and (l) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director).

PLEASE TAKE FURTHER NOTICE that if a timely objection is filed and served, the Debtors will schedule a hearing with the Bankruptcy Court with respect to the objection to such fees and/or expenses stated in the Monthly Fee Report.

Dated: April 10, 2013
New York, New York

Respectfully submitted,

/s/ Gary S. Lee
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Lorenzo Marinuzzi
Jennifer Marines
Meryl L. Rothchild
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*Counsel for the Debtors and
Debtors in Possession*

Exhibit 1

R E S C A P

April 10, 2013

Re: Mr. Kruger (Monthly Fee Report)

In accordance with the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103], annexed herewith is the billing report of Lewis Kruger covering the period from March 1, 2013 to March 31, 2013 (the "Monthly Fee Report"). As reflected in the Monthly Fee Report, Mr. Kruger seeks payment of \$104,267.50 for professional services rendered, and \$226.56 for expense reimbursements for this period.

The professional services rendered by Mr. Kruger and so covered by this Monthly Fee Report include:

- Spearhead and act as the central figure for communications and negotiations with the Debtors, the Creditors' Committee, and other constituencies and their respective advisors, where negotiations addressed, among other issues, potential settlement scenarios directed towards the negotiation and formulation of a joint plan;
- Engage in discussions with key constituents to discuss progression of settlement discussions of monoline claims, and strategy in connection with RMBS claims and settlement negotiations relating to same;
- Analyze potential plan structures and various distribution scenarios, in conjunction with the Debtors' management teams, the Debtors' retained professionals, and other key constituencies;
- Work with the Debtors' management teams and the Debtors' retained professionals in connection with overseeing the estate management plan, including the KEIP and KERP, and to engage in discussions including related issues, including other payments and severance, and insurance coverage issues; and
- Provide strategic leadership to the Debtors' executive management team relating to a broad variety of restructuring issues and strategies.

Attached please find: (i) a summary of hours devoted and amounts billed to certain project categories of professional services rendered, annexed hereto as Exhibit A; (ii) a description of professional services and/or tasks comprising each project category to which Mr. Kruger expended time and for which he seeks compensation, annexed hereto as Exhibit B; and (iii) a detailed list of expenses incurred in connection with these chapter 11 cases for which Mr. Kruger seeks reimbursement, annexed hereto as Exhibit C. Detailed time entries are available for review upon request.

Very truly yours,

/s/ Tammy Hamzehpour

Tammy Hamzehpour
Chief Business Officer

Residential Capital, LLC

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EXHIBIT A

**Monthly Fee Report
March 1, 2013 – March 31, 2013**

Project Category	Hours	Rate	Value
1 - Plan Mediation	0.5	\$ 895.00	\$ 447.50
2 - Plan – General	15.0	\$ 895.00	\$ 13,425.00
3 - RMBS Settlement	5.0	\$ 895.00	\$ 4,475.00
4 - Claims Management	41.5	\$ 895.00	\$ 37,142.50
5 – Hearings	12.0	\$ 895.00	\$ 10,740.00
6 - Estate Management	42.5	\$ 895.00	\$ 38,037.50
TOTAL	116.5		\$ 104,267.50

EXHIBIT B

Project Category Descriptions

Project Category	Services Provided / Task Description
1 - Plan Mediation	Communicating and meeting with the Mediator to discuss progress of settlement negotiations.
2 - Plan - General	Formulating and negotiating a plan and potential recovery scenarios pursuant to settlement discussions with the Debtors and their creditors and key stakeholders, including the Creditors' Committee, and assisting such parties in working towards a consensual chapter 11 plan.
3 - RMBS Settlement	Negotiating with the RMBS Trustees, Kathy Patrick, and other parties in interest in connection with RMBS claims and settlement litigation, and discussing issues related thereto.
4 - Claims Management	Meeting with the Debtors' respective management teams and professionals and the Creditors' Committee in connection with the Debtors' efforts to negotiate and settle claims against the Debtors, and leading negotiations for settlement of disputed claims, including, but not limited to, those held by the monolines, junior secured bonds, the RMBS Trustees, and securities claimants.
5 - Hearings	Preparing for and attending hearings.
6 - Estate Management	Participating in discussions the Debtors' respective management teams and professionals to oversee the estate management plan, including the KEIP and KERP, other payments and severance, and insurance coverage issues, so as to manage the Debtors' resources to effectively and efficiently throughout the chapter 11 process.

EXHIBIT C

Expense Detail

TRANSPORTATION		
Date	Amount	Business Purpose
3/4/2013	\$ 12.00	Cab from home to MoFo office.
3/5/2013	\$ 6.50	Cab home from MoFo office.
3/13/2013	\$ 11.00	Cab fare home from MoFo office.
3/14/2013	\$ 9.00	Cab fare home.
3/19/2013	\$ 7.50	Cab to MoFo office from breakfast with K. Patrick.
3/19/2013	\$ 7.50	Cab home from MoFo office.
TOTAL:	\$ 53.50	
MEALS		
Date	Amount	Business Purpose
3/7/2013	\$ 123.00	Lunch with J. Dubel and T. Travers.
3/14/2013	\$ 50.06	Lunch with T. Hamzehpour.
TOTAL:	\$ 173.06	
COPIES; TELEPHONE CHARGES		
Date	Amount	Business Purpose
N/A	N/A	N/A
MISCELLANEOUS		
Date	Amount	Business Purpose
N/A	N/A	N/A
MARCH EXPENSE TOTAL:	\$ 226.56	